

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

STANLEY TOLIN and EDWARD WALTON,)	
Individually and On Behalf of All Others Similarly)	
Situated,)	
)	
Plaintiffs,)	No. 08 Civ. 11241 (CM)
)	
v.)	ECF Case
)	
AMBAC FINANCIAL GROUP, INC., ROBERT J.)	
GENADER, and SEAN T. LEONARD,)	
)	
Defendants.)	

**DEFENDANTS' NOTICE OF MOTION FOR RECONSIDERATION OR, IN THE
ALTERNATIVE, CERTIFICATION OF THE COURT'S DECEMBER 23, 2009
ORDER FOR INTERLOCUTORY APPEAL PURSUANT TO 28 U.S.C. § 1292(B)**

PLEASE TAKE NOTICE that, upon the accompanying Defendants' Memorandum in Support of Defendants' Motion for Reconsideration or, in the Alternative, Certification of the Court's December 23, 2009 Order for Interlocutory Appeal Pursuant to 28 U.S.C. § 1292(b), Defendants Ambac Financial Group, Inc., Robert J. Genader, and Sean T. Leonard will move before the Honorable Colleen McMahon, United States District Judge, at the United States Courthouse, 500 Pearl Street, New York, New York 10007, at a date and time to be determined by the Court, for reconsideration, pursuant to Local Rule 6.3, of the Court's Opinion and Order dated December 21, 2009 and entered December 23, 2009 (the "December 23, 2009 Order"), denying Defendants' motion to dismiss, or, in the alternative, for certification of the Court's December 23, 2009 Order for interlocutory appeal pursuant to 28 U.S.C. § 1292(b).

Dated: New York, New York
January 6, 2010

WACHTELL, LIPTON, ROSEN & KATZ

By /s/ Peter C. Hein
Peter C. Hein (pchein@wlrk.com)
Warren R. Stern (wrstern@wlrk.com)
C. Lee Wilson (clwilson@wlrk.com)

51 West 52nd Street
New York, NY 10019
Telephone: (212) 403-1000
Facsimile: (212) 403-2000

Attorneys for Defendants